

☒ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Vogel Gary</u>  (Last) (First) (Middle) <u>C/O EAGLE BULK SHIPPING INC.</u> <u>300 FIRST STAMFORD PLACE, 5TH FLOOR</u>  (Street) <u>STAMFORD</u> <u>CT</u> <u>06902</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Eagle Bulk Shipping Inc. [ EGLE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/09/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/09/2024		D <sup>(1)</sup>		10,847	D	(1)	129,513	D	
Common Stock	04/09/2024		D <sup>(2)</sup>		129,513	D	(2)	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(3)	04/09/2024		D			3,100	(3)	(3)	Common Stock	3,100	(3)	0	D	
Restricted Stock Units	(4)	04/09/2024		D			7,220	(4)	(4)	Common Stock	7,220	(4)	0	D	
Restricted Stock Units	(5)	04/09/2024		D			38,045	(5)	(5)	Common Stock	38,045	(5)	0	D	
Restricted Stock Units	(6)	04/09/2024		A		38,045		(6)	(6)	Common Stock	38,045	\$0	38,045	D	
Restricted Stock Units	(7)	04/09/2024		D			38,045	(7)	(7)	Common Stock	38,045	(7)	0	D	
Restricted Stock Units	(8)	04/09/2024		D			5,660	(8)	(8)	Common Stock	5,660	(8)	0	D	
Restricted Stock Units	(9)	04/09/2024		D			5,135	(9)	(9)	Common Stock	5,135	(9)	0	D	
Restricted Stock Units	(10)	04/09/2024		A		4,245		(10)	(10)	Common Stock	4,245	\$0	4,245	D	
Restricted Stock Units	(11)	04/09/2024		D			4,245	(11)	(11)	Common Stock	4,245	(11)	0	D	

Explanation of Responses:

1. This award of restricted shares of common stock and performance-based restricted shares of common stock was granted on September 3, 2021 and certain performance criteria were certified on March 11, 2022. The unvested restricted shares of common stock subject to this award were cancelled and converted into 28,433 restricted common shares of Star Bulk Carriers Corp. ("Star Bulk") in connection with the closing of the merger of Eagle Bulk Shipping Inc. (the "Issuer") and Star Bulk pursuant to that certain Agreement and Plan of Merger dated December 11, 2023, by and among the Issuer, Star Bulk and Star Infinity Corp. (the "Merger Agreement").
2. Disposed of in exchange for 339,466 common shares of Star Bulk and cash in lieu of fractional shares in connection with the closing of the merger of the Issuer and Star Bulk pursuant to the Merger Agreement.
3. This award was granted on March 11, 2022. The unvested restricted stock units subject to this award were cancelled and converted into 8,126 restricted stock units of Star Bulk in connection with the closing of the merger of the Issuer and Star Bulk pursuant to the Merger Agreement.
4. This award of performance-based restricted stock units was granted on March 11, 2022 and certain performance criteria were certified on March 8, 2023. The unvested restricted stock units subject to this award were cancelled and converted into 18,925 restricted stock units of Star Bulk in connection with the closing of the merger of the Issuer and Star Bulk pursuant to the Merger Agreement.
5. This award was granted on November 15, 2022. The unvested restricted stock units subject to this award were cancelled and converted into 99,720 restricted stock units of Star Bulk in connection with the closing of the merger of the Issuer and Star Bulk pursuant to the Merger Agreement.
6. On April 9, 2024, in connection with the closing of the merger of the Issuer and Star Bulk pursuant to the Merger Agreement, certain performance criteria for the performance-based restricted stock units granted under the Issuer's 2016 Equity Incentive Plan to Gary Vogel, the Issuer's Chief Executive Officer, on November 15, 2022 had been met and 38,045 restricted stock units may become vested.

7. This award of performance-vested restricted stock units was granted on November 15, 2022 and certain performance criteria were met on April 9, 2024. The unvested restricted stock units subject to this award were cancelled and converted into 99,720 restricted stock units of Star Bulk in connection with the closing of the merger of the Issuer and Star Bulk pursuant to the Merger Agreement.

8. This award was granted on March 6, 2023. The unvested restricted stock units subject to this award were cancelled and converted into 14,836 restricted stock units of Star Bulk in connection with the closing of the merger of the Issuer and Star Bulk pursuant to the Merger Agreement.

9. This award of performance-based restricted stock units was granted on March 6, 2023 and certain performance criteria were certified on February 24, 2024. The unvested restricted stock units subject to this award were cancelled and converted into 13,460 restricted stock units of Star Bulk in connection with the closing of the merger of the Issuer and Star Bulk pursuant to the Merger Agreement.

10. On April 9, 2024, in connection with the closing of the merger of the Issuer and Star Bulk pursuant to the Merger Agreement, certain performance criteria for the performance-based restricted stock units granted under the Issuer's 2016 Equity Incentive Plan to Gary Vogel, the Issuer's Chief Executive Officer, on March 6, 2023 had been met and 4,245 restricted stock units may become vested.

11. This award of performance-based restricted stock units was granted on March 6, 2023 and certain performance criteria were met on April 9, 2024. The unvested restricted stock units subject to this award were cancelled and converted into 11,127 restricted stock units of Star Bulk in connection with the closing of the merger of the Issuer and Star Bulk pursuant to the Merger Agreement.

Remarks:

/s/ Gary Vogel04/11/2024

\*\* Signature of Reporting PersonDate

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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